

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF BAYOU VISTA BAPTIST CHURCH**

STATE OF LOUISIANA

PARISH OF ST. MARY

BEFORE ME, came and appeared the Senior Pastor and President of Bayou Vista Baptist Church (hereinafter referred to as the "Church" or "Corporation"), and certified and declared on behalf of the Church and for purposes hereof that:

1.

FIRST: The current name of the Corporation is Bayou Vista Baptist Church.

2.

SECOND: These Amended and Restated Articles of Incorporation accurately copy the Articles and all amendments thereto in effect at the date of this restatement, without substantive change, except as made by the amendments to the Articles contained in these Amended and Restated Articles of Incorporation, as follows:

- A. Article I is amended and restated to reflect that its term is perpetual.
- B. Article II is amended and restated to update the location of the registered office.
- C. Article III is amended and restated to update the purposes of the Church consistent with the Louisiana Nonprofit Corporation Law as provided in La. R.S. 12:203.
- D. Article IV is amended and restated to update the powers and authorities of the Church.
- E. Article V is amended and restated to reflect the status of the Corporation as a nonprofit corporation, and that the Corporation is organized on a non-stock basis and to update the membership qualifications and voting rights thereof.
- F. Article VI is amended and restated to update the management of the affairs of the Church.
- G. Article VII is amended and restated to update the process of dissolution of the Church.

- H. Article VIII is amended and restated to update the organization and responsibilities of the Board of Trustees and reaffirm that no members of the Church shall be personally liable for any obligation of this Corporation.
- I. Article IX is amended and restated to eliminate the names and addresses of the original "subscribers"; and to state the Church's Federal tax identification number.
- J. Article X is deleted.

3.

THIRD: That each such amendment has been effected in conformity with law.

4.

FOURTH: That the date of incorporation and filing of the Church's original Articles of Incorporation with the St. Mary Parish Clerk of Court was October 15, 1964. The date of these Amended and Restated Articles of Incorporation is the 17th day of February, 2016. The Corporation is in good standing with the Secretary of State's office and has remained so to this date.

5.

FIFTH: That the text of the Articles of Incorporation are hereby amended and restated to read in full as follows:

6.

At a special meeting of the Board of Trustees of Bayou Vista Baptist Church on the 20th day of January, 2016, pursuant to Article VI of the original Articles of Incorporation of this Church, the Board of Trustees approved by a two-thirds (2/3) vote of the members present, the following Amended and Restated Articles of Incorporation.

At a business meeting of the membership of Bayou Vista Baptist Church on the 17th day of February, 2016 the membership approved by a two-thirds (2/3) vote of the members present, the following Amended and Restated Articles of Incorporation.

Article I is amended and restated to read as follows:

### **ARTICLE I**

The name and title of this corporation shall be “Bayou Vista Baptist Church” and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence in perpetuity from the date of this act, during which time it, generally, shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this State, and particularly under Title 12, Sec. 101 et seq., Louisiana Revised Statutes.

Article II is amended and restated to read as follows:

### **ARTICLE II**

The domicile of this corporation shall be Field and South Road, Bayou Vista, Morgan City, St. Mary Parish, State of Louisiana, and the location and post office address of its registered office shall be 411 Field Road, Morgan City, St. Mary Parish, Louisiana, 70380.

Article III is amended and restated to read as follows:

### **ARTICLE III**

The primary purpose and objective of the Church is to be a Biblically-based community of believers dedicated to impact our world with the good news of Jesus Christ. The Church is committed to seeing the five purposes of worship, fellowship, discipleship, service, and evangelism accomplished through its body, both individually and collectively. The purpose of the Church also includes the objective to engage in any lawful activity for which corporations are formed consistent with the primary purpose and objective as set forth above. This Corporation is further organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any successor to that provision of the Internal Revenue Code (the “Code”).

Article IV is amended and restated to read as follows:

#### **ARTICLE IV**

This Corporation shall be allowed to acquire, own, hold, maintain, operate, construct, erect, purchase, sell, lease as lessee or lessor any and all movables or immovables, corporeal or incorporeal, including but not limited to any and all land, buildings, works, equipment, appurtenances and supplies necessary and convenient or useful for carrying out and accomplishing any or all of the purposes of the Church including, without any limitation whatsoever, the ability to contract, make loans, grant mortgages, accept and receive gifts or donations, and make gifts and donations of any appropriate kind or character, and take any and all action necessary for the successful operation of the Church as is allowed by law and pursuant to La. R.S. 12:207.

Article V is amended and restated to read as follows:

#### **ARTICLE V**

This corporation is to be organized on a non-stock basis. There shall be but one class of membership. The subscribers to these Articles of Incorporation shall be the first members of this corporation. Other members may be admitted at any time by becoming members of the church as prescribed by the by-laws of this corporation and as defined in the hereinbelow paragraph:

Except as otherwise provided in the Articles of Incorporation or the Bylaws of this Church, membership and voting rights in this Church are set forth generally as follows:

**Section A:** Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

**Section B:** The qualifications of members of this Church are generally as follows: (i) a personal commitment of faith in Jesus Christ for salvation; (ii) baptism by immersion as a testimony of salvation; and (iii) transfer of membership from another Southern Baptist Church or church of like faith and order.

**Section C:** Voting Right of Membership. All members shall have the right to vote.

Article VI is amended and restated to read as follows:

**ARTICLE VI**

Except as otherwise provided in the Articles of Incorporation or the Bylaws of this Church, the Church shall have its powers to act vested in the majority vote of the membership present at the regularly scheduled or specially called business meeting.

These articles may be amended by the affirmative vote two-thirds (2/3) of the members present and voting at a meeting regularly called and held for that purpose after thirty (30) days notice to the members.

Article VII is amended and restated to read as follows:

**ARTICLE VII**

Any dissolution of the Corporation shall be in exact compliance and consistent with the provisions of the Louisiana Nonprofit Corporation Law in regard to nonprofit corporations and the Internal Revenue Code regulations under 501(c)(3). Nothing in these Articles or Bylaws shall be construed in such a manner as to violate the Internal Revenue Code or the Louisiana statutory procedure in effect at the time of dissolution, should the same occur. Any provisions in these Articles that might be so construed shall be severable and not enforceable from the balance of the Articles or Bylaws.

Article VIII is amended and restated to read as follows:

**ARTICLE VIII**

The Board of Trustees, consisting of three members, shall be the registered agents of the corporation:

(On file in church office)

No member shall be personally liable for any obligation of this Corporation.

Article IX is amended and restated to read as follows:

**ARTICLE IX**

The Church's federal tax identification number is: \_\_\_\_\_.

THUS DONE AND PASSED, on the \_\_\_\_ day of \_\_\_\_\_, 2016, and in the presence of the undersigned competent witnesses, who have signed hereto with the said Appearer and with me, Notary, after due reading of the whole.

WITNESSES:

Bayou Vista Baptist Church

\_\_\_\_\_  
Printed Name: \_\_\_\_\_

BY: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Printed Name: \_\_\_\_\_

\_\_\_\_\_  
NOTARY PUBLIC